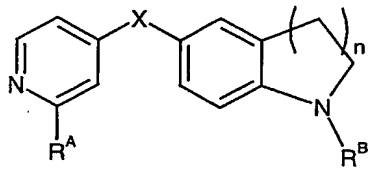
We claim:

1. A compound of Formula I:



I

wherein:

n is an integer of 1,2, or 3;

R^A is $-CONHR^1$, $-NHR^1$, $-NHCOR^1$, $-NHCONHR^1$, $-NHCO_2R^1$, $-NHSO_2R^1$ or $-NHSO_2NHR^1$;

wherein R^1 is hydrogen or an optionally substituted C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, aryl, C_3-C_7 cycloalkyl, heteroaryl, heterocyclyl, aryl-C_1-C_4 alkyl- or heteroaryl-C_1-C_4 alkyl- group,

where said optionally substituted R^1 group is optionally substituted with one or more substituents independently selected from halogen, $-R^{1a}$, $-OR^{1a}$, $-SR^{1a}$, $-SO_2R^{1c}$ $-NR^{1a}R^{1b}$, cyano, nitro, $-COR^{1c}$, $-CO_2R^{1a}$, $-NR^{1b}COR^{1a}$, $-CONR^{1a}R^{1b}$, $-NR^{1b}SO_2R^{1c}$, and $-SO_2NR^{1a}R^{1b}$,

where R^{1a} is hydrogen or an optionally substituted C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, aryl, C_3-C_7 cycloalkyl, heteroaryl, heterocyclyl, aryl-C_1-C_4 alkyl-, C_3-C_7 cycloalkyl-C_1-C_4 alkyl-, heteroaryl-C_1-C_4 alkyl-, heterocycyl-C_1-C_4 alkyl-, aryl-C_2-C_4 alkenyl-, C_3-C_7 cycloalkyl-C_2-C_4 alkenyl-, heteroaryl-C_2-C_4 alkenyl-, heterocycyl-C_2-C_4 alkenyl-, aryl-C_2-C_4 alkynyl-, C_3-C_7 cycloalkyl-C_2-C_4 alkynyl-, heteroaryl-C_2-C_4 alkynyl-, or heterocycyl-C_2-C_4 alkynyl- group,

R^{1b} is hydrogen or unsubstituted C_1-C_4 alkyl, and

R^{1c} is an optionally substituted C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, aryl, C_3-C_7 cycloalkyl, heteroaryl, heterocyclyl, aryl-C_1-C_4 alkyl-, C_3-C_7 cycloalkyl-C_1-C_4 alkyl-, heteroaryl-C_1-C_4 alkyl-, heterocycyl-C_1-C_4 alkyl-, aryl-C_2-C_4 alkenyl-, C_3-C_7 cycloalkyl-C_2-C_4 alkenyl-, heteroaryl-C_2-C_4 alkenyl-, heterocycyl-C_2-C_4 alkenyl-, aryl-C_2-C_4 alkynyl-, C_3-C_7 cycloalkyl-C_2-C_4 alkynyl-, heteroaryl-C_2-C_4 alkynyl-, or heterocycyl-C_2-C_4 alkynyl- group,

where each optionally substituted R^{1a} group and R^{1c} group is independently optionally substituted with one or more substituents independently selected from

C_1-C_4 alkyl, C_1-C_4 haloalkyl, -OC_1-C_4 alkyl, -OC_1-C_4 haloalkyl, halogen, -OH, -NH_2, -N(C_1-C_4 alkyl)(C_1-C_4 alkyl), -NH(C_1-C_4 alkyl), cyano, nitro, oxo, -CO_2H, -C(O)OC_1-C_4 alkyl, -CON(C_1-C_4 alkyl)(C_1-C_4 alkyl), -CONH(C_1-C_4 alkyl), -$CONH_2$, -NHC(O)(C_1-C_4 alkyl), -C(O)C_1-C_4 alkyl, -C(O)C_1-C_4 haloalkyl, -OC(O)C_1-C_4 alkyl, -OC(O)C_1-C_4 haloalkyl, -SO_2(C_1-C_4 alkyl), -SO_2(C_1-C_4 haloalkyl), -SO_2NH_2, -SO_2NH(C_1-C_4 alkyl), -NHS(O)$_2$(C_1-C_4 alkyl), and -NHS(O)$_2$(C_1-C_4 haloalkyl), where said C_1-C_4 alkyl is unsubstituted C_1-C_4 alkyl,

or R^{1a} and R^{1b}, together with the nitrogen atom to which they are attached, form an optionally substituted heterocycyl or heteroaryl ring which optionally contains one or more additional heteroatom moieties selected from O, S, SO, SO_2, N and N→O, wherein said optionally substituted heterocycyl or heteroaryl ring is optionally substituted with one or more substituents independently selected from C_1-C_4 alkyl, C_1-C_4 haloalkyl, -OC_1-C_4 alkyl, -OC_1-C_4 haloalkyl, halogen, -OH, -NH_2, -N(C_1-C_4 alkyl)(C_1-C_4 alkyl), -NH(C_1-C_4 alkyl), cyano, nitro, oxo, -CO_2H, -C(O)OC_1-C_4 alkyl, -CON(C_1-C_4 alkyl)(C_1-C_4 alkyl), -CONH(C_1-C_4 alkyl), -$CONH_2$, -NHC(O)(C_1-C_4 alkyl), -C(O)C_1-C_4 alkyl, -C(O)C_1-C_4 haloalkyl, -OC(O)C_1-C_4 alkyl, -OC(O)C_1-C_4 haloalkyl, -SO_2(C_1-C_4 alkyl), -SO_2(C_1-C_4 haloalkyl), -SO_2NH_2, -SO_2NH(C_1-C_4 alkyl), -NHS(O)$_2$(C_1-C_4 alkyl), and -NHS(O)$_2$(C_1-C_4 haloalkyl), where said C_1-C_4 alkyl is unsubstituted C_1-C_4 alkyl,

X is NR^2, O, S, SO or SO_2,

wherein R^2 is hydrogen or an optionally substituted C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, aryl, C_3-C_7 cycloalkyl, heteroaryl, heterocyclyl, aryl-C_1-C_4 alkyl- or heteroaryl-C_1-C_4 alkyl- group,

where said optionally substituted R^2 group is optionally substituted with one or more substituents independently selected from halogen, -R^{2a}, -OR^{2a}, -SR^{2a}, -SO_2R^{2c} -$NR^{2a}R^{2b}$, cyano, nitro, -COR^{2c}, -CO_2R^{2a}, -$NR^{2b}COR^{2a}$, -$CONR^{2a}R^{2b}$, -$NR^{2b}SO_2R^{2c}$, and -$SO_2NR^{2a}R^{2b}$,

where R^{2a} is hydrogen or an optionally substituted C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, aryl, C_3-C_7 cycloalkyl, heteroaryl, heterocyclyl, aryl-C_1-C_4 alkyl-, C_3-C_7 cycloalkyl-C_1-C_4 alkyl-, heteroaryl-C_1-C_4 alkyl-, heterocycyl-C_1-C_4 alkyl-, aryl-C_2-C_4 alkenyl-, C_3-C_7 cycloalkyl-C_2-C_4 alkenyl-, heteroaryl-C_2-C_4 alkenyl-, heterocycyl-C_2-C_4 alkenyl-, aryl-C_2-C_4 alkynyl-, C_3-C_7 cycloalkyl-C_2-C_4 alkynyl-, heteroaryl-C_2-C_4 alkynyl-, or heterocycyl-C_2-C_4 alkynyl- group,

R^{2b} is hydrogen or unsubstituted C_1-C_4 alkyl, and

R^{2c} is an optionally substituted C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, aryl, C_3-C_7 cycloalkyl, heteroaryl, heterocyclyl, aryl-C_1-C_4 alkyl-, C_3-C_7 cycloalkyl-C_1-C_4 alkyl-, heteroaryl-C_1-C_4 alkyl-, heterocycyl-C_1-C_4 alkyl-, aryl-C_2-C_4 alkenyl-, C_3-C_7 cycloalkyl-C_2-C_4 alkenyl-, heteroaryl-C_2-C_4 alkenyl-, heterocycyl-C_2-C_4 alkenyl-, aryl-C_2-C_4 alkynyl-, C_3-C_7 cycloalkyl-C_2-C_4 alkynyl-, heteroaryl-C_2-C_4 alkynyl-, or heterocycyl-C_2-C_4 alkynyl- group,

where each optionally substituted R^{2a} group and R^{2c} group is independently optionally substituted with one or more substituents independently selected from C_1-C_4 alkyl, C_1-C_4 haloalkyl, -OC_1-C_4 alkyl, -OC_1-C_4 haloalkyl, halogen, -OH, -NH_2, -N(C_1-C_4 alkyl)(C_1-C_4 alkyl), -NH(C_1-C_4 alkyl), cyano, nitro, oxo, -CO_2H, -C(O)OC_1-C_4 alkyl, -CON(C_1-C_4 alkyl)(C_1-C_4 alkyl), -CONH(C_1-C_4 alkyl), -$CONH_2$, -NHC(O)(C_1-C_4 alkyl), -C(O)C_1-C_4 alkyl, -C(O)C_1-C_4 haloalkyl, -OC(O)C_1-C_4 alkyl, -OC(O)C_1-C_4 haloalkyl, -SO_2(C_1-C_4 alkyl), -SO_2(C_1-C_4 haloalkyl), -SO_2NH_2, -SO_2NH(C_1-C_4 alkyl), -NHS(O)$_2$(C_1-C_4 alkyl), and -NHS(O)$_2$(C_1-C_4 haloalkyl), where said C_1-C_4 alkyl is unsubstituted C_1-C_4 alkyl,

or R^{2a} and R^{2b}, together with the nitrogen atom to which they are attached, form an optionally substituted heterocycyl or heteroaryl ring which optionally contains one or more additional heteroatom moieties selected from O, S, SO, SO_2, N and N→O, wherein said optionally substituted heterocycyl or heteroaryl ring is optionally substituted with one or more substituents independently selected from C_1-C_4 alkyl, C_1-C_4 haloalkyl, -OC_1-C_4 alkyl, -OC_1-C_4 haloalkyl, halogen, -OH, -NH_2, -N(C_1-C_4 alkyl)(C_1-C_4 alkyl), -NH(C_1-C_4 alkyl), cyano, nitro, oxo, -CO_2H, -C(O)OC_1-C_4 alkyl, -CON(C_1-C_4 alkyl)(C_1-C_4 alkyl), -CONH(C_1-C_4 alkyl), -$CONH_2$, -NHC(O)(C_1-C_4 alkyl), -C(O)C_1-C_4 alkyl, -C(O)C_1-C_4 haloalkyl, -OC(O)C_1-C_4 alkyl, -OC(O)C_1-C_4 haloalkyl, -SO_2(C_1-C_4 alkyl), -SO_2(C_1-C_4 haloalkyl), -SO_2NH_2, -SO_2NH(C_1-C_4 alkyl), -NHS(O)$_2$(C_1-C_4 alkyl), and -NHS(O)$_2$(C_1-C_4 haloalkyl), where said C_1-C_4 alkyl is unsubstituted C_1-C_4 alkyl,

R^B is -CONHR^3, -SO_2R^3; -CO_2R^3, -COC(R^4R^5)R^3,

wherein R^3 is hydrogen or an optionally substituted C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, aryl, C_3-C_7 cycloalkyl, heteroaryl, heterocyclyl, aryl-C_1-C_4 alkyl- or heteroaryl-C_1-C_4 alkyl- group,

where said optionally substituted R^3 group is optionally substituted with one or more substituents independently selected from halogen, -R^{3a}, -OR^{3a}, -SR^{3a}, -SO_2R^{3c}

$-NR^{3a}R^{3b}$, cyano, nitro, $-COR^{3c}$, $-CO_2R^{3a}$, $-NR^{3b}COR^{3a}$, $-CONR^{3a}R^{3b}$, $-NR^{3b}SO_2R^{3c}$, and $-SO_2NR^{3a}R^{3b}$,

where R^{3a} is hydrogen or an optionally substituted C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, aryl, C_3-C_7 cycloalkyl, heteroaryl, heterocyclyl, aryl-C_1-C_4 alkyl-, C_3-C_7 cycloalkyl-C_1-C_4 alkyl-, heteroaryl-C_1-C_4 alkyl-, heterocycyl-C_1-C_4 alkyl-, aryl-C_2-C_4 alkenyl-, C_3-C_7 cycloalkyl-C_2-C_4 alkenyl-, heteroaryl-C_2-C_4 alkenyl-, heterocycyl-C_2-C_4 alkenyl-, aryl-C_2-C_4 alkynyl-, C_3-C_7 cycloalkyl-C_2-C_4 alkynyl-, heteroaryl-C_2-C_4 alkynyl-, or heterocycyl-C_2-C_4 alkynyl- group,

R^{3b} is hydrogen or unsubstituted C_1-C_4 alkyl, and

R^{3c} is an optionally substituted C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, aryl, C_3-C_7 cycloalkyl, heteroaryl, heterocyclyl, aryl-C_1-C_4 alkyl-, C_3-C_7 cycloalkyl-C_1-C_4 alkyl-, heteroaryl-C_1-C_4 alkyl-, heterocycyl-C_1-C_4 alkyl-, aryl-C_2-C_4 alkenyl-, C_3-C_7 cycloalkyl-C_2-C_4 alkenyl-, heteroaryl-C_2-C_4 alkenyl-, heterocycyl-C_2-C_4 alkenyl-, aryl-C_2-C_4 alkynyl-, C_3-C_7 cycloalkyl-C_2-C_4 alkynyl-, heteroaryl-C_2-C_4 alkynyl-, or heterocycyl-C_2-C_4 alkynyl- group,

where each optionally substituted R^{3a} group and R^{3c} group is independently optionally substituted with one or more substituents independently selected from C_1-C_4 alkyl, C_1-C_4 haloalkyl, $-OC_1$-C_4 alkyl, $-OC_1$-C_4 haloalkyl, halogen, -OH, $-NH_2$, $-N(C_1$-C_4 alkyl)(C_1-C_4 alkyl), $-NH(C_1$-C_4 alkyl), cyano, nitro, oxo, $-CO_2H$, $-C(O)OC_1$-C_4 alkyl, $-CON(C_1$-C_4 alkyl)(C_1-C_4 alkyl), $-CONH(C_1$-C_4 alkyl), $-CONH_2$, $-NHC(O)(C_1$-C_4 alkyl), $-C(O)C_1$-C_4 alkyl, $-C(O)C_1$-C_4 haloalkyl, $-OC(O)C_1$-C_4 alkyl, $-OC(O)C_1$-C_4 haloalkyl, $-SO_2(C_1$-C_4 alkyl), $-SO_2(C_1$-C_4 haloalkyl), $-SO_2NH_2$, $-SO_2NH(C_1$-C_4 alkyl), $-NHS(O)_2(C_1$-C_4 alkyl), and $-NHS(O)_2(C_1$-C_4 haloalkyl), where said C_1-C_4 alkyl is unsubstituted C_1-C_4 alkyl,

or R^{3a} and R^{3b}, together with the nitrogen atom to which they are attached, form an optionally substituted heterocycyl or heteroaryl ring which optionally contains one or more additional heteroatom moieties selected from O, S, SO, SO_2, N and N→O, wherein said optionally substituted heterocycyl or heteroaryl ring is optionally substituted with one or more substituents independently selected from C_1-C_4 alkyl, C_1-C_4 haloalkyl, $-OC_1$-C_4 alkyl, $-OC_1$-C_4 haloalkyl, halogen, -OH, $-NH_2$, $-N(C_1$-C_4 alkyl)(C_1-C_4 alkyl), $-NH(C_1$-C_4 alkyl), cyano, nitro, oxo, $-CO_2H$, $-C(O)OC_1$-C_4 alkyl, $-CON(C_1$-C_4 alkyl)(C_1-C_4 alkyl), $-CONH(C_1$-C_4 alkyl), $-CONH_2$, $-NHC(O)(C_1$-C_4 alkyl), $-C(O)C_1$-C_4 alkyl, $-C(O)C_1$-C_4 haloalkyl, $-OC(O)C_1$-C_4 alkyl, $-OC(O)C_1$-C_4 haloalkyl, $-SO_2(C_1$-C_4 alkyl), -

$SO_2(C_1\text{-}C_4$ haloalkyl), $-SO_2NH_2$, $-SO_2NH(C_1\text{-}C_4$ alkyl), $-NHS(O)_2(C_1\text{-}C_4$ alkyl), and $-NHS(O)_2(C_1\text{-}C_4$ haloalkyl), where said $C_1\text{-}C_4$ alkyl is unsubstituted $C_1\text{-}C_4$ alkyl, and

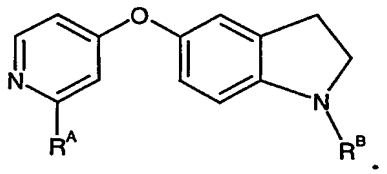
R^4 and R^5 are independently selected from hydrogen and unsubstituted $C_1\text{-}C_4$ alkyl, or R^4 and R^5, taken together with the carbon atom to which they are attached, represent an optionally substituted 3-6-membered saturated carbocyclic ring, where said optionally substituted 3-6-membered ring is substituted with one or more substituents independently selected from $C_1\text{-}C_4$ alkyl, $C_1\text{-}C_4$ haloalkyl, $-OC_1\text{-}C_4$ alkyl, $-OC_1\text{-}C_4$ haloalkyl, halogen, -OH, $-NH_2$, $-N(C_1\text{-}C_4$ alkyl)$(C_1\text{-}C_4$ alkyl), $-NH(C_1\text{-}C_4$ alkyl), cyano, nitro, oxo, $-CO_2H$, $-C(O)OC_1\text{-}C_4$ alkyl, $-CON(C_1\text{-}C_4$ alkyl)$(C_1\text{-}C_4$ alkyl), $-CONH(C_1\text{-}C_4$ alkyl), $-CONH_2$, $-NHC(O)(C_1\text{-}C_4$ alkyl), $-C(O)C_1\text{-}C_4$ alkyl, $-C(O)C_1\text{-}C_4$ haloalkyl, $-OC(O)C_1\text{-}C_4$ alkyl, $-OC(O)C_1\text{-}C_4$ haloalkyl, $-SO_2(C_1\text{-}C_4$ alkyl), $-SO_2(C_1\text{-}C_4$ haloalkyl), $-SO_2NH_2$, $-SO_2NH(C_1\text{-}C_4$ alkyl), $-NHS(O)_2(C_1\text{-}C_4$ alkyl), and $-NHS(O)_2(C_1\text{-}C_4$ haloalkyl), where said $C_1\text{-}C_4$ alkyl is unsubstituted $C_1\text{-}C_4$ alkyl.,

or a salt, solvate, or physiologically functional derivative thereof.

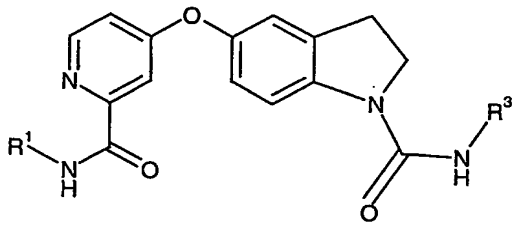
2. A compound according to claim 1, wherein n is 1 or 2.

3. A compound according to claim 1 or claim 2, wherein X is O or NR^2.

4. A compound according to claim 1, having the formula:



5. A compound according to claim 1, having the formula:



6. A compound according to claim 1, wherein R^A is -$CONHR^1$, -$NHCOR^1$, or -$NHSO_2R^1$, where R^1 is C_1-C_6 alkyl, aryl, heteroaryl, heterocycyl, aryl-C_1-C_4 alkyl-, heteroaryl-C_1-C_4 alkyl-, or heterocycyl-C_1-C_4 alkyl-, wherein said C_1-C_6 alkyl is optionally substituted with one ore more substituents independently selected from -NH_2, -N(C_1-C_4 alkyl)(C_1-C_4 alkyl), and -NH(C_1-C_4 alkyl), or said aryl, heteroaryl or heterocycyl or the aryl, heteroaryl or heterocycyl moiety of said aryl-C_1-C_4 alkyl-, heteroaryl-C_1-C_4 alkyl-, or heterocycyl-C_1-C_4 alkyl- is unsubstituted or substituted by one or more substituents independently selected from C_1-C_4 alkyl, C_1-C_4 haloalkyl and halogen..

7. A compound according to claim 1, wherein R^B is -$CONHR^3$ or -SO_2R^3; where R^3 is aryl or heteroaryl, wherein said aryl or heteroaryl is unsubstituted or substituted by one or more substituents independently selected from C_1-C_4 alkyl, C_1-C_4 haloalkyl, halogen, C_1-C_6 alkyl, C_3-C_6 cycloalkyl, aryl, heteroaryl and heterocycyl.

8. A compound according to claim 1, wherein R^A is -$CONHR^1$, where R^1 is C_1-C_6 alkyl, aryl, heteroaryl, heterocycyl, aryl-C_1-C_4 alkyl-, heteroaryl-C_1-C_4 alkyl-, or heterocycyl-C_1-C_4 alkyl-, wherein said C_1-C_6 alkyl is optionally substituted with one ore more substituents independently selected from -NH_2, -N(C_1-C_4 alkyl)(C_1-C_4 alkyl), and -NH(C_1-C_4 alkyl), or said aryl, heteroaryl or heterocycyl or the aryl, heteroaryl or heterocycyl moiety of said aryl-C_1-C_4 alkyl-, heteroaryl-C_1-C_4 alkyl-, or heterocycyl-C_1-C_4 alkyl- is unsubstituted or substituted by one or more substituents independently selected from C_1-C_4 alkyl, C_1-C_4 haloalkyl and halogen..

9. A compound according to claim 1, wherein R^B is -$CONHR^3$, where R^3 is aryl or heteroaryl, wherein said aryl or heteroaryl is unsubstituted or substituted by one or more

substituents independently selected from C_1-C_4 alkyl, C_1-C_4 haloalkyl, halogen, C_1-C_6 alkyl, C_3-C_6 cycloalkyl, aryl, heteroaryl and heterocycyl.

10. A compound according to claim 1, wherein R^A is -$CONHR^1$, -$NHCOR^1$, -$NHSO_2R^1$, where R^1 is C_1-C_6 alkyl, aryl, heteroaryl, heterocycyl, aryl-C_1-C_4 alkyl-, heteroaryl-C_1-C_4 alkyl-, or heterocycyl-C_1-C_4 alkyl-, wherein said C_1-C_6 alkyl is optionally substituted with one or more substituents independently selected from -NH_2, -N(C_1-C_4 alkyl)(C_1-C_4 alkyl), -NH(C_1-C_4 alkyl), or said aryl, heteroaryl or heterocycyl or the aryl, heteroaryl or heterocycyl moiety of said aryl-C_1-C_4 alkyl-, heteroaryl-C_1-C_4 alkyl-, or heterocycyl-C_1-C_4 alkyl- is unsubstituted or substituted by one or more substituents independently selected from C_1-C_4 alkyl, C_1-C_4 haloalkyl and halogen., and R^B is -$CONHR^3$ or -SO_2NHR^3; where R^3 is aryl or heteroaryl, wherein said aryl or heteroaryl is unsubstituted or substituted by one or more substituents independently selected from C_1-C_4 alkyl, C_1-C_4 haloalkyl, halogen, C_1-C_6 alkyl, C_3-C_6 cycloalkyl, aryl, heteroaryl and heterocycyl;

or a salt, solvate, or physiologically functional derivative thereof.

11. A compound according to claim 10, wherein

R^1 is methyl, ethyl, phenyl, benzyl, phenethyl, N,N diethylaminopropyl, N-methyl-piperidinyl, piperidinyl-ethyl, pyrrolidinyl-butyl, morpholino-ethyl, or morpholino-propyl; and

R^3 is substituted phenyl or substituted isoxazolyl, where said phenyl or isoxazolyl is substituted by one or more substituents independently selected from F, Cl, CF_3, or *tert*-butyl;

or a salt, solvate, or physiologically functional derivative thereof.

12. A compound according to claim 1 wherein

n is 1 or 2;

R^A is -$CONHR^1$, where R^1 is methyl, ethyl, phenyl, benzyl, phenethyl, N,N diethylaminopropyl, N-methyl-piperidinyl, piperidinyl-ethyl, pyrrolidinyl-butyl, morpholino-ethyl, or morpholino-propyl;

X is O; and

R^B is -$CONHR^3$, where R^3 is substituted phenyl or substituted isoxazolyl, where said phenyl or isoxazolyl is substituted by one or more substituents independently selected from F, Cl, CF_3, or *tert*-butyl;

or a salt, solvate, or physiologically functional derivative thereof.

13. A compound according to claim 1 wherein

n is 1;

R^A is -$CONHR^1$, where R^1 is methyl, ethyl, phenyl, benzyl, phenethyl, N,N diethylaminopropyl, N-methyl-piperidinyl, piperidinyl-ethyl, pyrrolidinyl-butyl, morpholino-ethyl, or morpholino-propyl;

X is O; and

R^B is -$CONHR^3$, where R^3 is substituted phenyl or substituted isoxazolyl, where said phenyl or isoxazolyl is substituted by one or more substituents independently selected from F, Cl, CF_3, or *tert*-butyl;

or a salt, solvate, or physiologically functional derivative thereof.

14. A pharmaceutical composition, comprising:

a) a therapeutically effective amount of a compound according to claim 1, or a salt, solvate, or a physiologically functional derivative thereof, and

b) one or more of pharmaceutically acceptable carriers, diluents and excipients,

c) the composition optionally further comprising an additional agent selected from anti-neoplastic agents, agents which inhibit angiogenesis, or a combination thereof.

15. A method of treating a mammal having a disorder mediated by at least one of inappropriate TIE-2 kinase, VEGFR-2 kinase, VEGFR-3 kinase or Raf kinase activity comprising administering to said mammal a therapeutically effective amount of a compound according to claim 1, or a salt, solvate, or a physiologically functional derivative thereof.

16. A method of treating a mammal having a cancer, comprising administering to said mammal a therapeutically effective amount of a compound according to claim 1, or a salt, solvate, or a physiologically functional derivative thereof,

the method optionally further comprising administering a therapeutically effective amount of at least one additional anti-cancer therapy, for example, wherein the additional anti-cancer therapy is administered before, concomitantly with, or after the administration of the compound according to claim 1, salt, solvate or physiologically functional derivative thereof.

17. A method of treating a mammal having a disease which is characterized by cellular proliferation in the area of disorders associated with neo-vascularization and/or vascular permeability in a mammal, comprising administering to said mammal a therapeutically effective amount of compound according to claim 1, or a salt, solvate, or a physiologically functional derivative thereof.

18. A method of treating a mammal having a disorder mediated by at least one of inappropriate TIE-2 kinase, VEGFR-2 kinase, or VEGFR-3 kinase activity, comprising administering to said mammal therapeutically effective amounts of:

a) a compound according to claim 1, or a salt, solvate or physiologically functional derivative thereof, and

b) an agent to inhibit growth factor receptor function,

wherein the agent to inhibit growth factor receptor function is selected from an agent that inhibits the function of platelet derived growth factor receptor, the function of epidermal growth factor receptor, the function of the erbB2 receptor, the function of the erbB4 receptor, the function of a VEGF receptor, and/or the function of the TIE-2 receptor,

wherein:

i) the agent to inhibit growth factor receptor function inhibits the function of the epidermal growth factor receptor and the erbB2 receptor;

ii) the agent to inhibit growth factor receptor function inhibits the function of at least two of the epidermal growth factor receptor, the erbB2 receptor, and the erbB4 receptor; or

iii) the agent to inhibit growth factor receptor function inhibits the function of at least one of the VEGF receptor and the TIE-2 receptor.

19. A method of treating a mammal having a disorder characterized by inappropriate angiogenesis, comprising administering to said mammal a therapeutically effective amount of a compound according to claim 1, or a salt, solvate or physiologically functional derivative thereof,

wherein the inappropriate angiogenesis results from at least one of inappropriate VEGFR-2 kinase, VEGFR-3 kinase, or TIE-2 kinase activity, and

the method optionally further comprising administering a therapeutically effective amount of a VEGFR2 inhibitor.

20. The method according to claim 15, wherein the disorder is selected from cancer and diseases afflicting mammals which are characterized by cellular proliferation and being in the area of disorders associated with neo-vascularization and/or vascular permeability. -